

**THE  
BYLAWS  
OF  
THE AVIATION TECHNICIAN EDUCATION COUNCIL**

## Table of Contents

|  |   |
|--|---|
| ARTICLE I: NAME .....                    | 3 |
| ARTICLE II: ORGANIZATION .....           | 3 |
| ARTICLE III: PURPOSE.....                | 3 |
| ARTICLE IV: MEMBERSHIP .....             | 3 |
| Section 1: Institutional Membership..... | 3 |
| Section 2: Industry Membership .....     | 3 |
| Section 3: Lifetime Membership.....      | 3 |
| Section 4: Member Voting Rights.....     | 3 |
| Section 5: Dues.....                     | 4 |
| ARTICLE V: BOARD OF DIRECTORS .....      | 4 |
| Section 1: Governing Body.....           | 4 |
| Section 2: Composition.....              | 4 |
| Section 3: Selection of Directors.....   | 5 |
| Section 4: Meetings .....                | 5 |
| Section 5: Terms.....                    | 5 |
| Section 6: Voting .....                  | 5 |
| ARTICLE VI: OFFICERS.....                | 5 |
| Section 1: Composition.....              | 5 |
| Section 2: Selection of Officers .....   | 6 |
| Section 3: Term.....                     | 6 |
| ARTICLE VII: COMMITTEES.....             | 6 |
| ARTICLE VIII: FISCAL YEAR.....           | 6 |
| ARTICLE IX: DISSOLUTION.....             | 6 |
| ARTICLE X: BYLAW AMENDMENTS.....         | 7 |
| Section 1: Amendments by the Board ..... | 7 |
| Section 2: Record of Changes.....        | 7 |
| APPENDIX A: Adoptions and Changes .....  | 8 |

#### ARTICLE I: NAME

The name of this organization shall be the Aviation Technician Education Council (hereinafter the “Council” or “ATEC”).

#### ARTICLE II: ORGANIZATION

The Council is not organized for profit and shall use funds only to accomplish the purpose specified in these Bylaws. The Council may accumulate reserves to ensure stability and continuity of operations.

#### ARTICLE III: PURPOSE

ATEC is dedicated to fostering aviation maintenance technician education; it acts as a liaison between educational institutions, industry and government.

#### ARTICLE IV: MEMBERSHIP

##### *Section 1: Institutional Membership*

Institutional Membership is open to aviation maintenance technician schools (AMTS) holding a Federal Aviation Administration part 147 certificate, and whose purpose is to educate the aviation maintenance workforce.

##### *Section 2: Industry Membership*

Industry Membership is open to all companies, institutions and individuals not otherwise eligible for institutional membership and that support ATEC’s purpose.

##### *Section 3: Lifetime Membership*

Lifetime Membership recognizes individuals that have made significant contributions to technician education. Lifetime Membership is conferred by the Board of Directors.

##### *Section 4: Member Voting Rights*

Each school represented through an Institutional Membership is permitted one vote; AMTS with multiple locations will provide one vote through their headquarters location. All other membership categories are non-voting.

The Board of Directors may allow a vote by eligible Members on an issue concerning the Council, its policies and practices. Members will be notified by electronic mail at least fifteen (15) days prior to a Member vote.

Resolution of an issue subject to membership vote shall be determined by a majority vote of the Members present and voting.

#### *Section 5: Dues*

The Board of Directors approves the annual rate of dues for all membership categories. The membership shall be notified of dues changes at least forty-five (45) days prior to the effective date.

### ARTICLE V: BOARD OF DIRECTORS

#### *Section 1: Governing Body*

The Board of Directors shall supervise, control and direct ATEC affairs; shall determine its policies within the limits of the Bylaws and the laws of the Commonwealth of Virginia; shall actively prosecute its purposes; shall adopt an annual budget; and, shall have discretion in the disbursement of its funds.

By a majority vote of the Directors present and voting, the Board may adopt such rules, regulations and policies for the conduct of its business as it shall deem necessary or appropriate.

#### *Section 2: Composition*

The Board of Directors shall consist of no more than:

- Eight (8) Institutional Members representing at least one each of private proprietary, private not-for-profit and public institutions,
- Five (5) Industry Members,
- Three (3) officers as ex-officio board members, and
- The immediate past President of the Board.

The Board's composition should reflect the membership's geographical diversity and industry segments. To the greatest extent possible, the Board should include representatives from vocational institutions, community colleges, four-year universities, private schools, high schools, general aviation companies, business aviation companies, helicopter operators, airlines, manufacturers and repair stations.

No member shall have more than one representative on the Board of Directors, unless specifically approved by a majority vote of the Directors present and voting.

*Section 3: Selection of Directors*

The current Board of Directors shall elect directors at the Annual Meeting, unless the Board of Directors determines it necessary to elect directors at a time other than the Annual Meeting.

The President may appoint replacements for director vacancies that occur between Annual Meetings, subject to Board approval.

*Section 4: Meetings*

At least two meetings of the Board of Directors shall be held each year, including a regular Annual Meeting for the purpose of electing directors and officers.

Special meetings may be called by the President with twenty four (24) hours written notice.

*Section 5: Terms*

Directors shall serve four-year terms and shall not serve more than two consecutive terms. Directors may be re-elected for additional terms after a one-year separation from the Board.

The immediate past president shall serve a two-year term and may serve two consecutive terms as immediate past president in the event the residing president also serves two consecutive terms.

Any Director may be removed with or without cause upon a majority vote of the Board.

*Section 6: Voting*

Each member of the Board shall be entitled to one vote at each Board meeting. A majority of directors present shall constitute a quorum.

ARTICLE VI: OFFICERS

*Section 1: Composition*

The officers of the organization shall be President, Vice President and Treasurer (collectively, “the Executive Committee”).

*Section 2: Selection of Officers*

Except as otherwise provided in the Bylaws, the Board of Directors shall biannually select, by majority vote of Directors present and voting, those individuals who serve as the President, the Vice President, and the Treasurer.

*Section 3: Term*

Officers shall serve two-year terms. Officers may serve an additional two-year term for each officer position, but no more than two consecutive terms in any one position.

*Section 4: Executive Committee*

The Executive Committee shall have full authority and responsibility of carrying out the duties of the Board of Directors between meetings of the Board. Two members shall constitute a quorum for the transaction of business. Meetings may be called by the President who will also act as the Executive Committee Chairman. The Executive Committee shall not have authority to reverse any decision of the Board of Directors nor shall it have authority to divest the Board of Directors of any of its powers. The Executive Committee shall report in writing within five days to the Board of Directors any action taken at its meetings.

ARTICLE VII: COMMITTEES

The President shall appoint all committees (other than the Executive Committee), ad hoc committees and advisory boards, subject to the approval of the Board.

A Nominating Committee of at least three members shall be appointed by the President subject to Board approval. This Committee will provide a slate of qualified director and officer nominees for board consideration at the Annual Meeting.

ARTICLE VIII: FISCAL YEAR

The ATEC's fiscal year shall coincide with the calendar year.

ARTICLE IX: DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## ARTICLE X: BYLAW AMENDMENTS

### *Section 1: Amendments by the Board*

The Board of Directors, by a majority vote of the entire Board, may alter, amend or repeal the Articles of Incorporation and these Bylaws. Proposed amendments shall be sent to the Board of Directors no later than fifteen (15) days prior to the scheduled vote. The Board may waive the fifteen (15) day requirement by a two-thirds vote of the members of the Board present and voting at a meeting.

### *Section 2: Record of Changes*

A record of alterations, amendments to or repeal of the Bylaws will be maintained in Appendix A. The record of changes shall include the original language of the provision or section prior to adoption of the change, the language of the provision or section as amended or altered, the date the change was adopted and, if necessary, a statement explaining the purpose of the changes.

APPENDIX A: Adoptions and Changes

| Old Section   | New Section  | Adoption Date  | Purpose  |
|---|--|----------------|--|
| N/A   | All  | April 14, 2015 | Initial adoption for Virginia Incorporation  |
| <p>Article IV: Membership, Section 4: Member Voting Rights, paragraph 2: The Board of Directors may allow a vote by eligible Members on an issue concerning the Council, its policies and practices. Members will be notified at least fifteen (15) days prior to a Member vote.</p>  | <p>Article IV: Membership, Section 4: Member Voting Rights, paragraph 2: The Board of Directors may allow a vote by eligible Members on an issue concerning the Council, its policies and practices. Members will be notified by electronic mail at least fifteen (15) days prior to a Member vote.</p>  | July 21, 2015  | To allow for electronic notice of member meetings  |
| <p>Article V: Board of Directors, Section 2: Composition, paragraph 1: The Board of Directors shall consist of no more than:</p> <ul style="list-style-type: none"> <li>• Eleven (11) Institutional Members representing at least one each of private proprietary, private not-for-profit and public institutions,</li> <li>• Three (3) Industry</li> </ul> | <p>Article V: Board of Directors, Section 2: Composition, paragraph 1: The Board of Directors shall consist of no more than:</p> <ul style="list-style-type: none"> <li>• Eight (8) Institutional Members representing at least one each of private proprietary, private not-for-profit and public institutions,</li> <li>• Three (3) Industry Members,</li> </ul> | July 21, 2015  | To separate officers and directors to allow for different officer term limits (see revision to Article VI: Officers, Section 3, below) |

| <b>Old Section</b>   | <b>New Section</b>   | <b>Adoption Date</b>  | <b>Purpose</b>   |
|--|--|-----------------------|--|
| <p>Members, and</p> <ul style="list-style-type: none"> <li>The immediate past President of the Board.</li> </ul>   | <ul style="list-style-type: none"> <li>Three (3) officers as ex-officio board members, and</li> <li>The immediate past President of the Board.</li> </ul>  |                       |  |
| <p>Article VI: Officers, Section 1: Composition: The officers of the organization shall be President, Vice President and Treasurer (collectively, “the Executive Committee”). Each Officer shall be a currently elected member of the Board.</p> | <p>Article VI: Officers, Section 1: Composition: The officers of the organization shall be President, Vice President and Treasurer (collectively, “the Executive Committee”).</p>  | <p>July 21, 2015</p>  | <p>To ensure consistency with board composition section (see revision to Article V: Board of Directors, Section 2, above).</p> |
| <p>Article VI: Officers, Section 3: Term: Officers shall serve two-year terms and shall not serve more than two consecutive terms.</p>   | <p>Article VI: Officers, Section 3: Term: Officers shall serve two-year terms. Officers may serve an additional two-year term for each officer position, but no more than two consecutive terms in any one position.</p> | <p>July 21, 2015</p>  | <p>To create officer term limits that would allow for a leadership succession plan</p>   |
| <p>Article V: Board Composition, Section 2: The Board of Directors shall consist of no more</p>  | <p>The Board of Directors shall consist of no more than:</p> <ul style="list-style-type: none"> <li>Eight (8) Institutional</li> </ul>   | <p>March 31, 2017</p> | <p>Increase the number of industry board representatives from 3 to 5, add preferred industry</p>                               |

| Old Section  | New Section   | Adoption Date | Purpose                            |
|--|---|---------------|------------------------------------|
| <p>than:</p> <ul style="list-style-type: none"> <li>• Eight (8) Institutional Members representing at least one each of private proprietary, private not-for-profit and public institutions,</li> <li>• Three (3) Industry Members,</li> <li>• Three (3) officers as ex-officio board members, and</li> <li>• The immediate past President of the Board.</li> </ul> <p>To the greatest extent possible, the Board’s composition should reflect the membership’s geographical diversity and the variety of organizations involved in aviation technical education, including vocational institutions, community colleges and four-year universities.</p> <p>No member shall have more than one representative on the Board of Directors, unless specifically approved by a majority vote of the</p> | <p>Members representing at least one each of private proprietary, private not-for-profit and public institutions,</p> <ul style="list-style-type: none"> <li>• Five (5) Industry Members,</li> <li>• Three (3) officers as ex-officio board members, and</li> <li>• The immediate past President of the Board.</li> </ul> <p>The Board’s composition should reflect the membership’s geographical diversity and industry segments. To the greatest extent possible, the Board should include representatives from vocational institutions, community colleges, four-year universities, private schools, high schools, general aviation companies, business aviation companies, helicopter operators, airlines, manufacturers and repair stations.</p> <p>No member shall have more than one representative on the</p> |               | <p>representation composition.</p> |

| <b>Old Section</b>            | <b>New Section</b>   | <b>Adoption Date</b> | <b>Purpose</b> |
|-------------------------------|--|----------------------|----------------|
| Directors present and voting. | Board of Directors, unless specifically approved by a majority vote of the Directors present and voting. |                      |                |